

Constitution/By-Laws

Northern Rockies Chapter The American Society for Training and Development

Article 1 Name and Purpose

Section A: Chapter Name

The name of this organization is the Northern Rockies Chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the State of Colorado.

Section B: Affiliation with the National Society

The Northern Rockies Chapter is an affiliate of the American society for Training and Development, a non-profit educational society under Section 501 (c)(3) of the Internal Revenue code of 1986. The society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensations for services rendered.

Section C: Governance and Management of Chapter

The Chapter shall be governed and managed by a Board of Directors elected and/or approved by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section D: Purpose

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1086, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall be to provide opportunities for professional development, encourage networking, and providing resources to keep current in the profession.

Section E: Equal Opportunity

The chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment.

Section F: Political Activities

The chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in activities including the publishing or distribution of statements, or any political campaign on behalf of or in opposition to any candidate for public office.

Article II. Membership

Section A: Eligibility

Membership in the Chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the Chapter and the Society; and subscribe to and are qualified under these by-laws. A Chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

All Chapter members will be encouraged to join and participate with the national organization.

Section B: Dues

Dues, fees and terms of Chapter membership will be set by the Board of Directors. Chapter membership is not transferable.

Student membership in ASTD – NRC at a reduced rate is open to full-time students of accredited educational institutions pursuing studies related to areas within the profession of training and development.

Section C: Suspension or Termination of Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the Chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the Chapter.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least twenty days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or a statement signed by no fewer than five chapter members in good standing.
3. Before enactment of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III Board of Directors

Section A: Duties and Responsibilities

The management of the affairs of the Chapter shall be vested in the Board of Directors. It shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the Chapter; and performing other functions as appropriate for the Board of Directors.

Section B: Membership

1. The Board of Directors will consist of not less than five members and not more than ten individuals elected from among Chapter members in good standing as specified in Article II of these by-laws. All board members are strongly encouraged to be members of the National Society. The Board of Directors shall continue on in office until successors are duly installed.
2. Members of the Board of Directors shall be:
 - *President
 - President-Elect
 - Past President
 - *Secretary
 - *Treasurer
 - * Membership Coordinator
 - * Programming Coordinator
 - * Communications Coordinator
 - Webmaster
 - Board Member at Large (2 or 3)

** Indicates a core board member with attendance requirements. Board members are expected to attend a minimum of 10 board meetings and 10 chapter meetings per year.*

The Board of Directors shall not hold the same office for more than two consecutive terms. Exceptions must be approved unanimously by the board and at least five chapter members.

3. The responsibilities of the Board of Directors shall be assigned by the President following the election and shall be flexible to the needs of the organization. The responsibilities of the Board of Directors include the following:
 - a) *President- As the Chief Executive Officer of the Chapter, the President is responsible for managing the chapter in accordance with these By-laws and the laws of the State of Colorado. The President presides at, and sets the agenda for, meeting of the Board of Directors and membership meetings, except as noted in Article VII of these Bylaws and oversees the management of the chapter.
 - b) President Elect- The President Elect acts for the President in the President's absence. The President Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President, and performs other duties as requested by the President.
 - c) Past President- Any Past President may contribute previous experience and best practices to the Board as requested.
 - d) *Secretary- Responsible for management of all records and permanent files of the Chapter and Board.
 - e) *Treasurer- Responsible for the financial management of the Chapter, all financial transactions, and the annual audit. The financial condition of the Chapter shall be reported at least on a quarterly basis. Treasurer collects meeting fees and issues receipts.
 - f) *Membership Coordinator- Responsible for recruiting and retaining members, hospitality at general meetings, and collection of membership dues. Membership maintains the local Membership

Directory, and is responsible for communicating new local member information with National and ensuring accuracy of the records.

- g) *Programming Coordinator- Responsible for selecting and communicating with monthly speakers, securing their presentation needs, and follow-up appreciation communications (thank you notes).
- h) Communications Coordinator- Responsible for the creation and distribution of the monthly electronic newsletter. Also responsible for the creation of any other written Chapter communication including flyers, business cards, etc.
- i) Webmaster- The Webmaster will create (if necessary) and maintain the web site. Will communicate with the Communications Coordinator for any informational postings to the website.
- j) Board Member at Large- Contributions where and when needed.

Section C: Qualifications

Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified in these by-laws. Board members are strongly encouraged to maintain membership in the National Society.

Section D: Terms

Board members shall be elected to serve terms up to two years in the same position.

Section E: Conduct Chapter Business

A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn the meeting.

The act of the majority of Board members present or virtually attending at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or by these by-laws. Board members may cast proxy votes for absent Board members with their written permission.

Section F: Meetings

The Board of Directors will meet monthly. The date of the Board meetings will be announced at least 30 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least seven days in advance of the meeting.

Section G: Attendance

Board members failure to attend two board meetings during the year's term of office without extenuating circumstances will be sufficient cause for the Board to consider replacing a Board member under the provisions of these By-laws.

Section H: Removal

1 The Board of Directors may, by two thirds vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these By-laws, or which are deemed detrimental to the best interest of the Chapter.

2. Suspension or termination of board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least twenty days prior to the meeting.

3. Any motion for suspension or termination must be made by a board member based on personal knowledge, official chapter records, or statement signed by no fewer that five chapter members in good standing.

4. Before action of suspension or termination, the Board member will have an opportunity to be heard by the Board.

Section I: Vacancies

When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term. Should the office of President be vacated, the President Elect will assume the position and it responsibilities.

Article IV. Elections

Nominations will be solicited in February from the membership at large. The slate of officers will be presented and approved at the April Chapter meeting. Terms officially begin on May 1.

Article V. Financial Review

Section A: A financial review will be conducted annually with findings reported to the Board of Directors and results reported to the membership. A complete financial review conducted by a Certified Public Accountant is mandated every two years, and may be undertaken more frequently.

Article VI. Chapter Meetings

General meetings of ASTD-NRC shall be held monthly.

Article VII. Amendments

This constitution/by-laws may be amended or repealed by approval of the Board of Directors by a two-thirds vote of those present, or a simple majority of returned written ballots.

Article VIII. Dissolution of Chapter and Liquidation of Assets

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made, all chapter remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501 (c)(3) and 170(c)(2)(B) of the Internal Revenue code of 1986, as amended.

ASTD Northern Rockies Chapter

The Constitution/By-Laws Northern Rockies Chapter of The American Society for Training and Development have been officially certified by:

Chapter President
Sue Fody

Certified January 2005